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BEFORE PROCEEDINGApproved by OMB
3060-0589

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FEDERAL COMMUNICATIONS COMMISSION

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Gov't. LBX Operations

SECTION A - PAYER INFORMATION

(1) LOCKBOX #

979091

SPECIALLY USE ONLY
DO NOT WRITE IN THESE SPACES
FCC USE ONLY

(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card)

Blooston, Mordkofsky, Dickens, Duffy & Prendergast, LLP

(3) TOTAL AMOUNT PAID (U.S. Dollars and cents)

\$965.00

(4) STREET ADDRESS LINE NO. 1

2120 L Street, NW, Suite 300

(5) STREET ADDRESS LINE NO. 2

(6) CITY

Washington

(7) STATE

DC

(8) ZIP CODE

20037

(9) DAYTIME TELEPHONE NUMBER (include area code)

(202) 659-0830

(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(11) PAYER (FRN)

0003714193

(12) FCC USE ONLY

IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)
COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(13) APPLICANT NAME

Venture Communications Cooperative, Inc.

(14) STREET ADDRESS LINE NO. 1

218 Commercial Avenue S.E.

(15) STREET ADDRESS LINE NO. 2

P.O. Box 157

(16) CITY

Highmore

(17) STATE

SD

(18) ZIP CODE

57345-0157

(19) DAYTIME TELEPHONE NUMBER (include area code)

(605) 852-2224

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

0003784477

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

CUT

(25A) QUANTITY

1

(26A) FEE DUE FOR (PTC)

965.00

(27A) TOTAL FEE

965.00

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23b) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

CERTIFICATION STATEMENT

I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.

SIGNATURE _____

DATE _____

SECTION E - CREDIT CARD PAYMENT INFORMATION

MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____

ACCOUNT NUMBER _____

EXPIRATION DATE _____

I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.

SIGNATURE _____

DATE _____

COPY

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of

Shareholders of Western Telephone Company, Inc.
Transferors

Venture Communications Cooperative, Inc.
Transferee

For Transfer of Control of Western Telephone Company, Inc. which
Provides Interstate Exchange Access and Interexchange Services
in South Dakota Pursuant to a Domestic Blanket Authorization
Under Section 214 of the Communications Act

TO: Chief, Wireline Competition Bureau

**APPLICATION FOR NON-STREAMLINED CONSENT
TO TRANSFER OF CONTROL OF
DOMESTIC BLANKET SECTION 214 AUTHORIZATION**

The Shareholders of Western Telephone Company, Inc. ("Transferors") and Venture Communications Cooperative, Inc. ("Venture" or "Transferee"; FRN: 0003784477) hereby request Commission authorization for the transfer of control of Western Telephone Company, Inc. ("Western"; FRN: 0004338463) and its blanket domestic Section 214 authorization from the current shareholders of Western to Venture. Western, a South Dakota corporation, provides local exchange telephone services (including interstate exchange access) as an incumbent local exchange carrier ("ILEC") in three exchanges (Faulkton, Cresbard, and Orient) in Faulk, Hand and Edmunds Counties in rural north central South Dakota. Western also resells interstate long distance toll services to customers located in its local exchange service areas.

Venture, a South Dakota corporation, provides local exchange telephone services (including interstate exchange access) as an ILEC in twenty-seven rural exchanges in the following three clusters: (1) sixteen exchanges (Highmore, Blunt, Gettysburg, Hoven, Onida, East Onida, West Onida, Ree Heights, Selby, Roscoe, Bowdle, Onaka, Seneca, Harrold, Lebanon and Tolstoy) in Beadle, Buffalo, Campbell, Hughes, Hyde, Faulk, Potter, Walworth, Edmunds, Sully and Hand Counties in north central South Dakota; (2) four exchanges (Hitchcock, Tulare, Wessington and Wessington Springs) in Beadle, Spink, Jerauld and Hand Counties in east central South Dakota; and (3) seven exchanges (Britton, North Britton, Langford, Pierpont, Rosholt, Roslyn and Sisseton) in Marshall, Day, Brown, and Roberts Counties in northeast South Dakota. Venture also resells interstate long distance toll services to customers located in its local exchange service areas.

Western's service area is adjacent to the cluster of Venture exchanges in north central South Dakota. Therefore, this application does not qualify for streamlined treatment under Section 63.03 of the Commission's Rules.

Western is presently a closely-held corporation. All of its issued and outstanding stock is currently held by six individuals and a family trust. The proposed transaction will be accomplished by the purchase by Venture of all of the issued and outstanding stock of Western from these stockholders. At the completion of the transaction, all of the issued and outstanding common stock of Western will be owned by Venture. Control of Western will give Venture control of the blanket domestic Section 214 authorization of Western.

In accordance with the requirements of Section 63.04(a) of the Commission's Rules, the applicants submit the following information:

(1) Name, address and telephone number of each applicant:

Transferors:

Shareholders of Western Telephone Company, Inc.
111 9th Avenue N (P.O. Box 128)
Faulkton, South Dakota 57438-0128
Telephone: (605) 598-6217
Facsimile: (605) 598-4100

Transferee:

Venture Communications Cooperative, Inc.
218 Commercial Avenue S.E. (P.O. Box 157)
Highmore, South Dakota 57345-0157
Telephone: (605) 852-2224
Facsimile: (605) 852-2404

(2) Government, state or territory under the laws of which each corporate or partnership applicant is organized:

Western is a corporation organized under the laws of the State of South Dakota.

Venture is a cooperative corporation organized under the laws of the State of South Dakota.

(3) Name, title, post office address, and telephone number of the officer or contact person to whom correspondence concerning the application is to be addressed:

For Transferors:

M. Louise Brown, President, or Alden Brown, Vice President
Western Telephone Company, Inc.
111 9th Avenue N (P.O. Box 128)
Faulkton, South Dakota 57438-0128
Telephone: (605) 598-6217
Facsimile: (605) 598-4100

With a copy to Counsel:

Gerard J. Duffy
Blooston, Mordkofsky, Dickens, Duffy & Prendergast, LLP
2120 L Street, N.W. (Suite 300)
Washington, D.C. 20037
Telephone: (202) 659-0830
Facsimile: (202) 828-5568

For Transferee:

Randy Houdek, General Manager
Venture Communications Cooperative, Inc.
218 Commercial Avenue S.E. (P.O. Box 157)
Highmore, South Dakota 57345-0157
Telephone: (605) 852-2224
Facsimile: (605) 852-2404

With a copy to Counsel:

Gerard J. Duffy
Blooston, Mordkofsky, Dickens, Duffy & Prendergast, LLP
2120 L Street, N.W. (Suite 300)
Washington, D.C. 20037
Telephone: (202) 659-0830
Facsimile: (202) 828-5568

- (4) Name, address, citizenship and principal business of any person or entity that directly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities:

Western - Prior to Proposed Transaction:

The names, addresses, citizenship and principal businesses of the entities that own at least ten (10) percent of the voting and/or equity interests of Western prior to the proposed transaction are:

<u>Name & Address</u>	<u>% Voting/Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
M. Louise Brown 111 9 th Avenue N Faulkton, SD 57438	44.3%	U.S.A.	Telecommunications
Alden and Carmen Brown 111 9 th Avenue N Faulkton, SD 57438	16.7%	U.S.A.	Telecommunications
Mason and Julie Brown 111 9 th Avenue N Faulkton, SD 57438	16.6%	U.S.A.	Telecommunications
Denise Brown Family Trust (Denise Brown, Trustee) 111 9 th Avenue N Faulkton, SD 57438	9.5%	SD Trust	Telecommunications

Denise Brown, a United States citizen, personally owns an additional 1.7 percent interest in Western's stock. The beneficiaries of the Denise Brown Family Trust are Caroline Brown and Alexis Brown, the children of Denise Brown, both of whom are United States citizens.

<u>Name & Address</u>	<u>% Voting/Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Clareen Johnson 111 9 th Avenue N Faulkton, SD 57438	11.2%	U.S.A.	Telecommunications

M. Louise Brown is the mother of Alden Brown, Mason Brown, Denise Brown and Clareen Johnson. Alden and Carmen Brown are husband and wife. Mason and Julie Brown are husband and wife.

No other individual or entity directly or indirectly owns at least ten (10) percent of the voting and/or equity interests of Western prior to the proposed transaction.

Western - After Proposed Transaction:

The name, address, citizenship and principal business of the only entity that will own at least ten (10) percent of the voting and/or equity interests of Western after the proposed transaction are:

<u>Name & Address</u>	<u>% Voting/Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Venture Communications Cooperative, Inc. 218 Commercial Avenue SE Highmore, SD 57345	100.00%	SD Corp.	Telecommunications

Venture is a rural telephone cooperative that has approximately 10,384 member-owners. No member-owner directly or indirectly owns or controls ten (10) percent or more of the voting and/or equity interests of Venture, either presently or after completion of the proposed transaction.

- (5) Certification pursuant to 47 C.F.R. §§1.2001 through 1.2003 that no party to the application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Western, Western's current shareholders and Venture hereby certify, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

(6) Description of the transaction:

The proposed transaction entails the transfer of control of Western from its seven (7) existing shareholders to Venture. The transaction will be accomplished by sale of all of the issued and outstanding stock of Western by the seven existing shareholders to Venture. When the proposed transaction is completed, all of the issued and outstanding common stock of Western will be owned by Venture. Control of Western will give Venture control of the blanket domestic Section 214 authorization held by Western.

(7) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

A map showing the South Dakota local exchange service areas of Western and Venture is attached. The local exchange service areas of Western and Venture do not overlap, but the Western exchanges are adjacent to the cluster of Venture exchanges in north central South Dakota.

Areas and Services of Western and affiliates

Western provides local exchange telephone services (including interstate exchange access) as an ILEC in the Faulkton, Cresbard, and Orient exchanges in Faulk, Hand and Edmunds Counties in rural north central South Dakota. Western serves approximately 1,080 access lines in these three exchanges. Its local exchange services include a variety of calling features, including caller ID, call forwarding, call waiting, selective call acceptance and rejection, speed calling, toll restriction and voice mail.

Western resells interstate long distance toll services to customers in its local exchange service areas. It also offers high-speed Digital Subscriber Line ("DSL") Internet Access and Dial-Up Internet Access services to customers in all three of its exchanges.

Western provides cable television services to customers in its Faulkton and Cresbard exchanges.

Western holds a 1.24 percent ownership interest in South Dakota Network, LLC, a South Dakota limited liability corporation which provides centralized equal access and transport services in South Dakota.

Western holds a 2.04 percent ownership interest in Independent Long Distance Company d/b/a Express Communications, a South Dakota corporation which provides long distance toll and other interexchange services in South Dakota.

Western has no ownership interests in any other entities that offer domestic telecommunications services.

Areas and Services of Venture and Affiliates

Venture provides local exchange telephone service (including interstate exchange access) as an ILEC in twenty-seven rural exchanges in the following three clusters: (1) sixteen exchanges (Highmore, Blunt, Gettysburg, Hoven, Onida, East Onida, West Onida, Ree Heights, Selby, Roscoe, Bowdle, Onaka, Seneca, Harrold, Lebanon, and Tolstoy) in Beadle, Buffalo, Campbell, Hughes, Hyde, Faulk, Potter, Walworth, Edmunds, Sully and Hand Counties in north central South Dakota; (2) four exchanges (Hitchcock, Tulare, Wessington and Wessington Springs) in Beadle, Spink, Jerauld, and Hand Counties in east central South Dakota; and (3) seven exchanges (Britton, North Britton, Langford, Pierpont, Rosholt, Roslyn and Sisseton) in Marshall, Day, Brown, and Roberts Counties in northeast South Dakota. Venture's local exchange services include a variety of calling features, including caller ID, call forwarding, call waiting, three-way calling, automatic recall, automatic call back, distinctive ringing, selective call acceptance and rejection, speed dialing, toll restriction and voice mail. Venture's exchanges serve approximately 12,900 access lines.

Venture also resells interstate long distance toll services to customers located in its local exchange service areas.

Venture provides its venturecomm.net local Internet access service, and its Rushnet high-speed Internet access service in all of its local exchange service areas.

Venture provides cable television service in 20 communities within its local exchange service areas.

Venture Wireless, Inc. ("VWP"), a South Dakota corporation and wholly-owned subsidiary of Venture, is the licensee of Local Multipoint Distribution Service Stations WPOH440 (BTA421 – Sioux City, IA), WPOH689 (BTA001 – Aberdeen, SD), and WPOH935 (BTA199 – Huron, SD).

Venture Communications, Inc. ("VCP"), a South Dakota corporation and wholly-owned subsidiary of Venture, holds a 16.66 percent membership interest in Airwave Wireless, LLC, a South Dakota limited liability company, which is the licensee of PCS Broadband Stations WPOJ826 (BTA199 – Huron, SD) and WPOJ827 (BTA301 – Mitchell, SD).

Venture holds an 8.11 percent ownership interest in South Dakota Network, LLC, a South Dakota limited liability corporation which provides centralized equal access and transport services in South Dakota.

Venture holds a 5.53 percent ownership interest in Independent Long Distance Company d/b/a Express Communications, a South Dakota corporation which provides long distance toll and other interexchange services in South Dakota.

Venture holds a 10.75 percent ownership interest in SWS, LLC, a South Dakota limited liability corporation that was formed for the purpose of providing wireless telecommunications services to customers in South Dakota.

Venture and its subsidiaries have no ownership interests in any other entities that offer domestic telecommunications services.

(8) Statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment:

The Application does not fit within the presumptive streamlined categories in Section 63.03 of the Commission's Rules because the Western exchange is adjacent to several of Venture's exchanges.

However, even though they do not request streamlined treatment, Western and Venture note that: (1) both before and after completion of the proposed transaction, Venture, Western and their affiliates will have a market share of less than ten percent (10.0%) of the interstate, interexchange market; (2) Venture will be taking control of the existing telephone exchange and exchange access services provided by Western, and has no affiliated telecommunications carrier that provides competitive local exchange services or exchange access services within Western's service area, while Western does not provide competitive local exchange services or exchange access services within Venture's service area; and (3) Venture and Western are incumbent independent local exchange carriers that have, in combination, far fewer than two percent (2.0%) of the subscriber lines installed in the aggregate nationwide and no overlapping service areas.

(9) Identification of all other Commission applications related to the same transaction:

The Applicants will file no other Commission applications related to the subject transaction.

(10) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

No party to the transaction is facing imminent business failure at this time. Therefore, the applicants are not requesting special consideration because a party to the transaction is facing imminent business failure.

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction:

No separately filed waivers or waiver requests are being sought in conjunction with the proposed transaction.

(12) Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:

The proposed transaction entails the transfer of control of Western to Venture, an established rural telecommunications cooperative that has long served a number of rural exchanges in South Dakota. Western and Venture both have proven records of investing in their rural networks and communities, and of providing high-quality, state-of-the-art voice, data and video services at affordable rates to their rural service areas. The proposed transaction will ensure that the rural South Dakota customers of Western will continue to receive high-quality, state-of-the-art voice, data and video services at affordable rates for the foreseeable future.

Conclusion

In light of the foregoing facts and public interest considerations, the Commission is respectfully requested to authorize the transfer of control of the domestic blanket Section 214 authorization held by Western to Venture.

Western and Venture reiterate that they certify, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Respectfully submitted,

**WESTERN TELEPHONE
COMPANY, INC.**

By Alden Brown

Printed Name Alden Brown

Title Vice President

Date 5-16-08

**VENTURE COMMUNICATIONS
COOPERATIVE, INC.**

By Randy W. Houdet

Printed Name Randy W. Houdet

Title Gen. Mgr.

Date 5/16/08

M. LOUISE BROWN

Signature M. Louise Brown

Date May 16, 2008

ALDEN BROWN

Signature Alden Brown

Date 5-16-08

CARMEN BROWN

Signature Carmen Brown

Date 5-16-08

MASON BROWN

Signature Mason Brown

Date 5-16-08

JULIE BROWN

Signature Julie M Brown

Date 5-16-08

DENISE BROWN FAMILY TRUST

By Denise R Brown
Trustee

Date 5-16-08

CLAREEN JOHNSON

Signature _____

Date _____

Swift Communications

Valley Telephone Co.

Valley Telecommunications Coop., Inc.

Vehar Centralized Cooperative

West River Cooperative Telephone Company

West River Telecommunications Cooperative

Western Telephones Co.